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September 30, 1999

Division of Corporations
Department of State
The Capitol
P. O. Box 6327
Tallahassee, FL 32314

100003004691-5
-10/04/99-01128-002
*****35.00 *****35.00

Re: Amended and Restated Certificate of Limited Partnership
Gull Aire, Ltd.

Gentlemen:

A29772

Enclosed is the original and one signed copy of the Amended and Restated Certificate of Limited Partnership of Gull Aire, Ltd. We have also enclosed a check in the amount of \$35.00 for the filing fees.

Please process this at your earliest opportunity and return the file-stamped copy of the Amendment to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE

Linda B. Schumacher
Linda B. Schumacher
Legal Assistant

LBS/me
Enclosures

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TALLAHASSEE FLORIDA

ll
10/18



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 8, 1999

LINDA B. SCHUMACHER
TEW, ZINOBER, BARNES, ZIMMET & UNICE
PO BOX 5124
CLEARWATER, FL 33759

SUBJECT: GULL AIRE, LTD.
Ref. Number: A29772

We have received your document for GULL AIRE, LTD. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the complete principal's office address. This address must be a street address; a post office box is not acceptable.

The document must contain the entity's complete mailing address.

Section 620.108, Florida Statutes, requires the certificate include the latest date upon which the partnership is to dissolve.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 599A00048813

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
GULL AIRE, LTD.**

Pursuant to the Florida Uniform Limited Partnership Act, Fla. Stat. Ch. 620. (1998), the undersigned, being duly sworn, hereby amend and restate the Certificate of Limited Partnership of GULL AIRE, LTD., a Florida Limited Partnership ("Partnership"), document number A29772, filed on March 12, 1990, by James A. Schwartz, as the then current President of the Partnership's general partner, Equities Diversified, Inc., a Florida corporation ("Equities Diversified"), by stating and certifying to the following:

1. The Partnership is currently a limited partnership formed by that certain Certificate of Limited Partnership filed on March 12, 1990, and governed by that certain First Amended Agreement of Limited Partnership, dated March 19, 1991 ("Partnership Agreement").

2. The Partnership has executed the Amendment to the First Amended Agreement of Limited Partnership of Gull Aire, Ltd., dated July 1, 1999 ("Amended Agreement"), which modifies the Partnership Agreement to remove and change the existing general partner of the Partnership for cause pursuant to Article X, Section 10.4 a.4., of the Partnership Agreement.

538714 3. Pursuant to the Amended Agreement, the Certificate of Limited Partnership is hereby amended to remove Equities Diversified as the general partner of the Partnership, and Three Q Corporation, a Florida corporation ("Three Q"), is hereby appointed as the new general partner of the Partnership. Three Q's interest in the Partnership is hereby converted to that of a general partner, and Equity Diversified's interest in the Partnership is hereby converted to that of a limited partner, with each retaining the same percentage interest in the Partnership as shown on Attachment "A" hereto.

4. The principal business of the Partnership shall continue to be to purchase, maintain, and market Gull Aire Village, a housing development in Oldsmar, Florida.

5. This Amended and Restated Certificate of Limited Partnership of Gull Aire, Ltd., amends and supersedes the original Certificate of Limited Partnership of Gull Aire, Ltd., dated

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 12, 1990, and that certain Amended and Restated Certificate of Limited Partnership of Gull Aire, Ltd., erroneously filed on July 15, 1999, and restates entirely the terms of the original Partnership Agreement, as amended by the Amended Agreement.

6. The Amended and Restated Certificate of Limited Partnership of Gull Aire, Ltd., the Partnership Agreement, is duly executed and filed in accordance with Fla. Stat. §620.109 (1998).

7. The principals office, place of business and mailing address for Gull Aire, Ltd. is: 610 Cobia Way, Oldsmar, Florida 34677.

8. The term of this Partnership shall be indefinite from the date hereof unless terminated as hereinafter provided.

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IN WITNESS WHEREOF, the parties hereto have caused this Amended and Restated Certificate of Limited Partnership to be duly executed on this 1st day of July, 1999.

WITNESSES:

"THREE Q"

THREE Q CORPORATION, a
Florida corporation, as the general
partner of Gull Aire, Ltd.

Robert Pellechio
Signature of Witness #1

By: [Signature]
Gary F. Queen
Its: President

Robert Pellechio
Typed or printed name of Witness #1

[Signature]
Signature of Witness #2

Alice Olmsted
Typed or printed name of Witness #2

"EQUITIES DIVERSIFIED"

EQUITIES DIVERSIFIED, INC., a
Florida corporation, as a limited partner of Gull
Aire, Ltd.

Robert Pellechio
Signature of Witness #1

By: [Signature]
William L. Buckner
Its: President

Robert Pellechio
Typed or printed name of Witness #1

[Signature]
Signature of Witness #2

Alice Olmsted
Typed or printed name of Witness #2

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TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8/5 day of AUGUST, 1999, by Gary F. Queen, as President of Three Q Corporation, on behalf of such corporation. He is personally known to me or has produced _____ (type of identification) as identification.

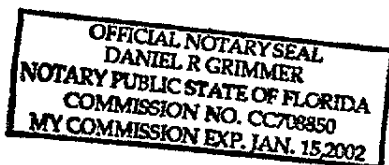
Daniel R Grimmer
Signature of Person Taking Acknowledgment

Name of Acknowledger Typed, Printed, or Stamped

Notary Public, State of Florida

Notary Serial Number

(NOTARY SEAL)



STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8 day of AUGUST, 1999, by William Buckner, as President of Equities Diversified, Inc., a Florida corporation, on behalf of such corporation. He is personally known to me or has produced _____ (type of identification) as identification.

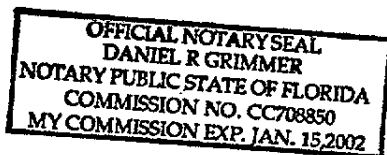
Daniel R Grimmer
Signature of Person Taking Acknowledgment

Name of Acknowledger Typed, Printed, or Stamped

Notary Public, State of Florida

Notary Serial Number

(NOTARY SEAL)



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TALLAHASSEE FLORIDA

Attachment "A"

* (REVISED) AMENDED SCHEDULE "A"

LIMITED PARTNERS

EQUITIES DIVERSIFIED, INC., a Florida corporation 33.625%

SCHWARTZ & NEUWIRTH, P.A. 6.250%

TOTAL: 39.875%

GENERAL PARTNERS

THREE Q CORPORATION, a Florida corporation 60.125%

TOTAL 100.000%

* This (Revised) Amended Schedule "A" supercedes the prior Amended Schedule "A".

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TALLAHASSEE FLORIDA